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Hearing Date: March 19, 2013
Hearing Time: 10:00 a.m.

*Proposed Attorneys for the Debtor and
Debtor-in-Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Involuntary Chapter 7
	:	
BUDGET TRAVEL,	:	Case No. 12-14815(ALG)
	:	
Debtor.	:	
	:	

**DEBTOR'S MOTION FOR AN ORDER
CONVERTING CHAPTER 7 CASE TO A CHAPTER 11 CASE**

Intellitravel Media, Inc. d/b/a Budget Travel (the "Debtor")¹, by its proposed counsel, Klestadt & Winters, LLP, hereby files this motion (the "Motion") for the entry of an order converting its Chapter 7 case to a case under Chapter 11, and in support thereof respectfully represents as follows:

BACKGROUND

1. On December 15, 2012 (the "Petition Date"), an involuntary petition under Chapter 7 of Title 11, United States Code (the "Bankruptcy Code") was filed by petitioning creditors Ryan Murphy, Stuart Wald and Amanda Marsalis (collectively, the "Petitioning Creditors") commencing the above-captioned bankruptcy case (the "Bankruptcy Case").

¹ The involuntary petition was filed against the Debtor under one of its trade names. Upon conversion of the Bankruptcy Case to a case under Chapter 11, the Debtor will file a motion to amend the caption of the Bankruptcy Case.

2. On February 5, 2013, an order for relief under Chapter 7 of the Bankruptcy Code was entered on default.

3. On February 11, 2013, Robert Geltzer was appointed as Chapter 7 trustee (the “Chapter 7 Trustee”).

RELATED CASE STATUS

4. Prior to the Petition Date, on June 29, 2012, Fletcher International, Ltd. (“FIL”) filed a voluntary petition under Chapter 11 of the Bankruptcy Code, commencing Chapter 11 case no. 12-12796(REG) (the “FIL Case”).

5. On September 25, 2012, Richard J. Davis was appointed Chapter 11 trustee of FIL (the “FIL Trustee”).

6. On February 11, 2013, the FIL Trustee filed the Trustee’s Motion for Entry of an Order Pursuant to Bankruptcy Rule 9019(a) Approving the Term Sheet Agreement Between the Trustee and Fletcher International, Inc. (the “FII 9019 Motion”) [FIL Case Docket No. 188].

7. Pursuant to the term sheet (the “FII Term Sheet”), Fletcher International, Inc. (“FII”) agreed to turn over one hundred percent of the membership interests in BRG Investments, LLC (“BRG”) that FIL had previously (in April 2012) transferred to FII.

8. The FII 9019 Motion was granted by order dated February 20, 2013 (the “FII 9019 Order”) [FIL Case Docket No. 190].

9. BRG is the sole shareholder of the Debtor herein, Intellitravel Media, Inc.

10. Pursuant to the FII 9019 Order and the FII Term Sheet, FII and FIL executed an Assignment Agreement dated March 8, 2013, which assigned to the FIL one hundred percent of the membership interests of BRG.

11. Accordingly, the FIL Trustee controls BRG, and indirectly, the Debtor, and has the authority to direct the appointment of officer(s) for the Debtor, the appointment of counsel for the Debtor, and to direct the filing of this Motion.

BASIS FOR RELIEF REQUESTED

12. The statutory predicates for the relief requested herein is section 706(a) of the Bankruptcy Code and Rules 1017(f) and 9013 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

RELIEF REQUESTED

13. Bankruptcy Code section 706(a) provides that “[t]he debtor may convert a case under this Chapter to a case under Chapter 11, 12 or 13 of this title at any time, if the case has not been converted under section 1112, 1208, or 1307 of this title. Any waiver of the right to convert a case under this subsection is unenforceable.”

14. The Debtor is qualified to be a debtor-in-possession under Chapter 11. This case has not been previously converted to Chapter 7 from another chapter pursuant to Bankruptcy Code sections 1112, 1208, or 1307.

15. The Debtor believes that its continued operation is critical to maximizing the value of its assets and the recovery to its creditors most likely through a sale pursuant to Section 363 of the Bankruptcy Code. Conversion of this case to Chapter 11 will allow the Debtor to implement a restructuring that will maximize the value of its estate for the benefit of its creditors. Accordingly, such relief is warranted and is in the best interests of the Debtor’s estate.

16. The Debtor will prepare an affidavit pursuant to Local Bankruptcy Rule 1007-2 and certain other pleadings and will file all required lists as soon as reasonably practicable under the circumstances.

NOTICE

17. The Debtor does not currently have access to its books and records. It is therefore unable to provide notice of this Motion to all of its creditors. The Debtor will serve this motion on (i) the Office of the United States Trustee; (ii) the Chapter 7 Trustee and his counsel; (iii) the Chapter 11 trustee of Fletcher International, Ltd. and his counsel; and (iv) the petitioning creditors. As soon as reasonably practicable upon entry of an order converting the Bankruptcy Case, the Debtor will serve a notice of entry of such order upon the Debtor's twenty (20) largest unsecured creditors.

CONCLUSION

WHEREFORE, the Debtor respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, converting its Chapter 7 case to a case under Chapter 11, and granting such other and further relief as is just and proper under the circumstances.

Dated: New York, New York
March 14, 2013

KLESTADT & WINTERS, LLP

By: /s/ Tracy L. Klestadt
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Proposed Attorneys for the Debtor-in-Possession

Exhibit A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

BUDGET TRAVEL,

Debtor.

Involuntary Chapter 7

Case No. 12-14815 (ALG)

ORDER CONVERTING DEBTOR'S CHAPTER 7 CASE TO CHAPTER 11

Upon consideration of the motion (the "Motion") of debtor Intellitravel Media, Inc. d/b/a Budget Travel, for an order converting its Chapter 7 case to a case under Chapter 11; and it appearing that notice of the Motion was adequate and proper under the circumstances of this case; and the Court having found that good and sufficient cause exists for granting the Motion; it is hereby

ORDERED, that the Chapter 7 case encaptioned In re: Budget Travel, is converted to a case under Chapter 11; and it is further

ORDERED, that the Chapter 7 Trustee is discharged of his duties under Chapter 7 and the Debtor is authorized to operate its business and manage its affairs under section 1107(a) and 1108 of the Bankruptcy Code; and it is further

ORDERED, that any property in the possession, custody or control of the Trustee be turned over to the Debtor promptly; and it is further

ORDERED, that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: March ___, 2013

Honorable Allan L. Gropper
United States Bankruptcy Judge